

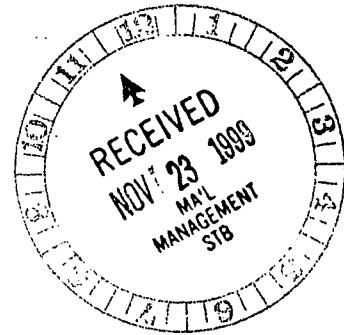
17388-I, J

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THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



November 16, 1999

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-9)
Recordation No. 17388

Dear Ms. Fort:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

These secondary documents, dated as of July 31, 1999, are:

Fifth Supplemental Equipment Trust Agreement between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 17388.

The names and addresses of the parties to the documents are as follows:

Trustee: The First National Bank of Chicago
One First National Plaza, Suite 0126
Chicago, Illinois 60670-0126

Company: Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

The Equipment involved in this transaction is:

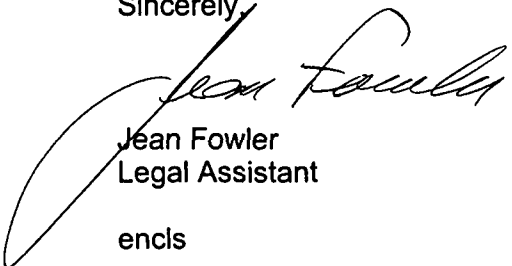
railroad tank cars as more fully described in Schedules A and B to this letter.

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jean Fowler". The signature is written in black ink and is positioned to the left of the printed name and title.

Jean Fowler
Legal Assistant

encls
UTC4066

BILL OF SALE
THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement (Series P-9)
to
UNION TANK CAR COMPANY

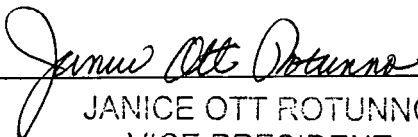
KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of June 1, 1991, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

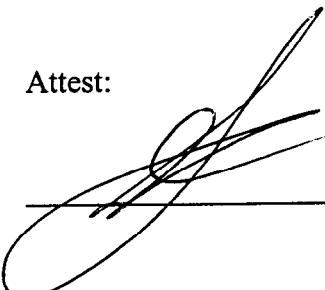
THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1999.

THE FIRST NATIONAL BANK OF CHICAGO

By: 
Title: JANICE OTT ROTUNNO
VICE PRESIDENT

Attest:



UTC2044P

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 11th day of November, 1999, before me, a Notary Public in and for said State and County, personally appeared Janice DTR Rolando and Leland Hansen, to me personally known, who being by me duly sworn did say that they are, respectively, Vice Pres. and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Diane Mary Wuerz
Notary Public



7/30/99

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
WRECKED RETIRED CARS - SCHEDULE B
SERIES P009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	C214	5,810 CU. FT.	UNPX 123822, 123824
1	T106	23,600 GAL.	UTLX 640272
27	T107	27,300 GAL.	PROX 41600, 41601, 41602, 41603, 41604, 41605, 41606, 41607, 41608, 41609, 41610, 41611, 41612, 41613, 41614, 41615, 41616, 41617, 41618, 41619, 41620, 41621, 41622, 41623, 41624, 41626, 41628,
2	T107	26,000 GAL.	UTLX 642550, 642563
1	T907	26,000 GAL.	UTLX 900761
8	T954	12,000 GAL.	UTLX 900178, 900179, 900180 900181, 900182, 900183, 900184, 900185
<hr/> 41	TOTAL		

RECORDATION NO. 17388-J
FILED
STATE OF ILLINOIS)
DEC 15 '99 3:11 PM
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1999, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 16 day of November, 1999.


Notary Public

